

# EXHIBIT A

## PART 7

### ARTICLE III

#### Officers of the Board

Section 1. Election. The officers of the Board of Directors shall be a Chairman and a Vice Chairman, each of whom shall be elected by the Board of Directors from its own membership for a one-year term of office at the annual meeting of the Board of Directors. Officers of the Board may serve unlimited terms in the same office.

Section 2. Duties. The Chairman shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided herein, the Chairman shall appoint all committee members and all committee chairmen. He or she shall have such other duties and responsibilities hereinafter set forth in these Bylaws and delegated by the Board from time to time.

The Vice Chairman shall act in the absence of the Chairman, and when so acting shall have all the authority and powers of the Chairman. The Vice Chairman shall perform such other duties as from time to time are assigned to him by the Chairman.

Section 3. Successors. Each officer shall deliver to his or her successor in office all official material of the Corporation not later than ten (10) days following the election of his or her successor.

### ARTICLE IV

#### Regular and Special Meetings of the Board

Section 1. Regular Meetings. The Board of Directors shall hold a regular quarterly meeting at the Hospital on the first Wednesday of January, the first Wednesday of April, the first Wednesday of July, and the first Wednesday of October, unless the Board of Directors shall otherwise designate other dates for its regular quarterly meetings.

Section 2. Special Meetings. Special meetings may be called by the Chairman and shall be called at the written request of at least one-third of the members of the Board of Directors. Written notice of special meetings shall be considered duly given if mailed to each member of the Board at least three days before such special meeting or if personally delivered to the home or office of each Director at least 24 hours before such special meeting. The notice shall state the business or the transaction for which the meeting has been called and no other business shall be transacted at such meeting unless by unanimous consent of the members of the Board present and participating. An emergency meeting of the Board of Directors may be called without the necessity of any notice so long as the notice provisions are waived by at least two-thirds of the members of the Board of Directors.

Section 3. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, and an act of the majority of the Directors present and voting at a meeting at which a quorum is present shall be the official act of the Board.

Section 4. Attendance. The members of the Board of Directors are expected to attend the regular quarterly meetings of the Board. Any member, other than an ex-officio member, who shall fail to attend two regular meetings of the Board during the fiscal year without the Board excusing such absence shall create a vacancy of that person's membership on the Board.

Section 5. Cancellation or Change of Regular Meetings. The Board of Directors, by a vote of two-thirds of the members present, may dispense with or alter the date of a quarterly meeting at the quarterly meeting preceding the quarterly meeting to be dispensed with or altered.

Section 6. Action by Written Consent. Any action required or permitted to be taken by the Board under any provision of law, the Articles of Incorporation, or these Bylaws may be taken without a meeting of the Board by the collective consent of all the Directors, in writing, setting forth the action so taken. Such written consents shall be filed with the proceedings of the Board and shall be made available for review at the next regular meeting of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under law relating to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws authorized the Directors to so act.

Section 7. Telephonic Participation in Meetings. Members of the Board of Directors or any committee may participate in any meeting of the Board of Directors or Board Committee by means of a conference telephone or similar communication equipment by which means all persons participating in the meeting can hear one another at the same time. Participation with proper notice by such means shall constitute presence in person at a meeting.

Section 8. Voting. Each Director, except ex-officio Directors without a vote, shall be entitled to one vote on any matter before the Board. Voting by proxy shall not be permitted.

Section 9. Proper Officers. For the purposes of these Bylaws, the Chairman of the Board, the Vice Chairman of the Board and the President/Chief Executive Officer of the Corporation shall each be deemed a "proper officer". Whenever any resolution or action adopted by the Board or Board Committee shall authorize the "proper officer" of the Corporation to execute any note or other document or take any other action or shall generally authorize any action without specifying the officer or officers authorized to take such action, any proper officer acting alone and without counter signatures may take such action on behalf of the Corporation.

ARTICLE V

Committees of the Board of Directors

Section 1. General Provisions. Committees of the Board of Directors shall be standing or special. The following shall be Standing Committees:

- (a) Executive Committee;
- (b) Finance and Personnel Committee; and
- (c) Strategic Planning Committee.

Except as herein otherwise provided, the Chairman of the Board of Directors shall appoint the members of said committees, and the chairmen thereof. Each committee chairman and each committee member shall serve in such capacity for a one-year period or until the next committee appointments are made by the Chairman of the Board.

All committees shall be subject to the control and general supervision of the Board. Each committee shall meet as required and as set by policy of the Board.

Special ad hoc committees may be appointed for any special tasks, or as circumstances may warrant, at the discretion of the Board or the Chairman of the Board. They shall limit their activities to that task for which the committee was organized and will have no authority to act except as specifically conferred upon them by the Board or Chairman of the Board.

One-half of the committee members shall constitute a quorum for the carrying out of the committee functions and actions. Any vacancy on the committee may be filled by the Chairman of the Board.

The Chairman of the Board and the President/Chief Executive Officer of the Corporation shall each be an ex-officio member of all committees without vote except for those committees where the Chairman of the Board and/or the President/Chief Executive Officer of the Corporation is (are) required by these Bylaws to be a member in which case each such party shall have a vote.

Section 2. Attendance. Any committee chairman or committee member, except an ex-officio committee member, who fails to attend three committee meetings during the fiscal year without the committee excusing such absence shall create a vacancy of that person's membership on the committee.

Section 3. Committee Chairman's Duties. The chairman of each committee, who shall be a member of the Board of Directors, shall have the following general duties, responsibilities and powers, together with such others as may be designated from time to time by the Board of Directors:

- (a) Coordinate committee activities through the designated management liaison;
- (b) Prepare an agenda for each committee meeting;
- (c) Preside or designate an alternate to preside at committee meetings;
- (d) Provide for maintenance of official records of the committee and appoint a secretary of the committee for that purpose;
- (e) Report committee activities and formal recommendations to the Board at its regular meetings;
- (f) Delegate specific responsibilities among committee members; and
- (g) Appoint members to subcommittees as necessary.

Section 4. Executive Committee. The Executive Committee shall consist of the Chairman of the Board, the President/Chief Executive Officer of the Corporation, and three other members of the Board of Directors elected by the Board.

The Executive Committee shall have the power to transact all regular business of the Corporation, and shall have and exercise all the powers of the Board during the interim between the regular quarterly meetings of the Board of Directors, provided that any action taken shall not conflict with the policies established by the Board. The Executive Committee shall also have the duty and responsibility to develop and recommend to the Board necessary or desirable policies relating to the organization and operation of the Corporation. The Executive Committee shall from time to time: (i) formulate and recommend to the Board policies designed to promote and maintain the good will of patients in the Hospital; (ii) promote and maintain general public interest in and support of the Corporation; and (iii) develop and maintain adequate fund raising support in the community.

Section 5. Finance and Personnel Committee. The Finance and Personnel Committee shall consist of a minimum of three members of the Board of Directors appointed by the Chairman of the Board of Directors.

The Finance and Personnel Committee shall be responsible for devising ways and means to secure funds for the support of the Corporation, shall attend to all financial interests of the Corporation and shall report its actions to the Board of Directors.

The Finance and Personnel Committee shall examine the Corporation's monthly financial report and require an explanation from the President/Chief Executive Officer or the Treasurer/Chief Financial Officer if there has been any material variation from the budget.

Prior to the beginning of the fiscal year, the Finance and Personnel Committee shall cause to be prepared a detailed budget for the operation of the Corporation for the ensuing fiscal year. This budget shall show the estimated revenue and estimated expenditures and shall be submitted for discussion and approval to the Board at its next regular quarterly meeting.

The Finance and Personnel Committee shall recommend to the Board of Directors an independent firm of certified public accountants to conduct an annual audit, shall receive the audit, and shall report its findings to the Board.

The Finance and Personnel Committee shall be responsible for the management of all endowment and trust funds belonging to the Corporation.

The Finance and Personnel Committee shall be responsible for the formulation of the personnel policies of the Corporation. The Finance and Personnel Committee shall recommend salaries and wage ranges and shall study workers' compensation, employment practices, fringe benefits, employee health services, human relations, pension plans and policies relative to personnel who work for the Corporation. The Finance and Personnel Committee shall work with the President/Chief Executive Officer of the Corporation in evaluating such personnel policies. In the event the Corporation shall become involved in collective bargaining, the Finance and Personnel Committee shall study the collective bargaining agreement and may serve as the negotiating party in collective bargaining agreements.

Section 6. Strategic Planning Committee. The Strategic Planning Committee shall consider future strategy for the Corporation, and shall formulate written long range goals and objectives. The Strategic Planning Committee shall attempt to be aware of all developments in the health care field and trends in society, and predict the effect of such developments and trends on the Corporation. A principal function of the Strategic Planning Committee shall be the development of a written statement describing the Corporation's specific role in the community in relation to all other health care facilities. The Strategic Planning Committee shall recommend to the Board of Directors a strategic plan which will enable the Corporation to adapt more readily to future conditions, to prepare for changes, and to select courses of action relative to the established goals. The Strategic Planning Committee shall:

- (a) Develop a framework for orderly decision making through the development of plans through which: (i) areas of need and opportunity are defined and analyzed; (ii) general goals related to such needs are established; (iii) alternative courses of action are identified and selected; and (iv) provisions for implementation of the plan of action and evaluation of the effect of the chosen plan are made. The overall plan shall coordinate services with other health care facilities and programs. Plans to provide or expand a specific service should be

developed only when it has been determined that the proposed program represents the most effective available method for defining and meeting health care needs;

- (b) Ensure that all recommendations coming from this and other committees are consistent with the Corporation's defined role; facilitate achievement of its goals and objectives; and follow the strategic plan. It is the continuing obligation of the Strategic Planning Committee to assist the Corporation in maintaining its plan (or strategy) and in changing the plan as new factors and conditions dictate;
- (c) Develop a sense of priorities in its examination of issues and projects so that the Corporation's resources of time and money are spent on those projects which achieve the defined role of the Corporation in the community; and
- (d) Review any long range plans of Phoebe Putney Memorial Hospital, Inc. and other affiliated corporations and make appropriate recommendations to the Board of Directors of the Corporation.

The Strategic Planning Committee shall consist of a minimum of three (3) members of the Board of Directors appointed by the Chairman of the Board of Directors.

Section 7. Special Committees. Special committees shall be appointed by the Chairman of the Board of Directors from the members of the Board from time to time as circumstances warrant. Special committees shall have no power to act unless such power is specifically set forth by action of the Board of Directors.

## ARTICLE VI

### Officers of the Corporation

Section 1. General Provisions. The Officers of the Corporation shall consist of a President/Chief Executive Officer, a Vice President or Vice Presidents, a Secretary and a Treasurer/Chief Financial Officer, each of whom shall be elected by, and shall serve at the pleasure of, the Board of Directors. Each Officer shall be elected or appointed for a term of office running until the next annual meeting of the Board of Directors or such shorter term as may be provided by (i) resolution of the Board of Directors or (ii) the appointment to office. Each Officer shall serve during the term of office for which he or she is elected or appointed and until his or her successor has been elected or appointed and has qualified, or until his or her earlier resignation, removal from office or death.

Any two offices may be held by the same person, except that the following pairs of offices may not be held by the same person:

President and Vice President; President and Secretary; President and Treasurer.

Section 2. Removal. Any Officer may be removed from office, with or without cause, upon the majority vote of the Directors present at any meeting of the Board of Directors at which a quorum is present.

Section 3. President/Chief Executive Officer. The President/Chief Executive Officer shall be given the necessary authority and be held responsible for supervision of the total administration of the Corporation in all its activities and departments, subject only to such policies as may be adopted or issued by the Board or by any of its committees to which the Board has delegated power for such action. He or she shall act as the duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person for that specific purpose. The President/Chief Executive Officer shall be a member of the Board of Directors and a member of the Executive Committee of the Board.

Section 4. Duties of President/Chief Executive Officer. The authority and duties of the President/Chief Executive Officer shall include among other things:

- (a) Carrying out all policies established by the Board of Directors and formulating and enforcing all rules and regulations necessary and desirable for the proper conduct of the Corporation;
- (b) Perfecting and submitting to the Board of Directors for approval a plan of organization of the personnel and others concerned with the operation of the Corporation;
- (c) Assisting the Secretary of the Corporation with all the duties assigned to the Secretary and assuring that all notices are given in accordance with these Bylaws or as required by law;
- (d) Selecting, employing, controlling and discharging all employees, and developing and maintaining personnel policies and practices for the Corporation;
- (e) Ensuring that all physical properties of the Corporation are kept in a good state of repair and operating condition;
- (f) Making and executing all contracts pertaining to the ordinary affairs and operations of the Corporation, except as to the execution of those contracts specifically reserved to the Board;
- (g) Supervising all business affairs; and ensuring that all funds are collected and expended to the best possible advantage of the Corporation;

- (h) Serving as the liaison officer and channel of communication between the Board of Directors or any of its committees and all other organizations working on behalf of the Corporation;
- (i) Attending all meetings of the Board of Directors and the Executive Committee of the Board; and
- (j) Performing any other duty that may be necessary in the best interest of the Corporation or that the Board of Directors shall require.

Section 5. Vice President(s). The Vice President(s) shall have such authority, duties and responsibilities as the Board of Directors shall direct and assign to him or her (them) from time to time.

Section 6. Secretary. The Secretary shall attend all meetings of the Board of Directors; shall keep minutes of all meetings of the Board of Directors; shall have charge of the corporate books and seal of the Corporation; and shall perform such other duties and have such other powers as may from time to time be delegated to him or her by the Board of Directors.

Section 7. Treasurer/Chief Financial Officer. The Treasurer/Chief Financial Officer shall be charged with the management of all financial affairs of the Corporation not delegated by these Bylaws to the Finance and Personnel Committee of the Board of Directors; shall have the power to recommend action concerning the Corporation's affairs to the Board of Directors and to the Finance and Personnel Committee of the Board of Directors; and shall perform such other duties and have such other powers as may from time to time be delegated to him or her by the Board of Directors.

In addition to the foregoing duties and without limitation thereof, the Treasurer/Chief Financial Officer shall:

- (a) Prepare an annual budget showing, but not limited to, anticipated revenue and expenditures; be responsible for all funds and securities of the Corporation; and receive and give receipts for monies due and payable to the Corporation from any source whatever and deposit all such monies in the name of the Corporation in such banks or other depository as shall be selected in accordance with the Bylaws;
- (b) Submit regularly to the Board of Directors, or its authorized committees, periodic reports showing the financial activities of the Corporation; and prepare and submit such special reports as may be required by the Board of Directors;
- (c) Keep and maintain an up-to-date inventory of all property and equipment (including medical) owned or leased by the Corporation; and

- (d) Review the annual budgets of Phoebe Putney Memorial Hospital, Inc. and other affiliated corporations and make appropriate recommendations to the Board of Directors of the Corporation concerning their approval.

Section 8. Assistant Officers. Assistants to the Vice President(s), Secretary and Treasurer/Chief Financial Officer may be elected by the Board of Directors and shall perform such duties and have such powers as shall be delegated to them from time to time by the Board of Directors.

## ARTICLE VII

### Conflicting Regulations

No charters, constitutions, bylaws, rules, provisions or regulations of any organization operating as a part of the Corporation or as an agency thereof shall be in conflict with or repugnant or contrary to these Bylaws or to the Articles of Incorporation of the Corporation or to the laws of the State of Georgia or of the United States.

## ARTICLE VIII

### Amendments

These Bylaws shall be reviewed at least bi-annually and, if necessary, may be amended by an affirmative vote of at least two-thirds (2/3) of the voting membership of the Board of Directors present at the regular quarterly meeting or any special meeting of the Board of Directors.

## ARTICLE IX

### Indemnification by Corporation

Section 1. Indemnification. Any person (including the heirs, executors, administrators or estate of such person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Corporation), by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation (and with respect to any criminal action or proceeding, if he or she had no reasonable cause to

believe his or her conduct was unlawful), to the maximum extent permitted by, and in the manner provided by, the Georgia Nonprofit Corporation Code.

Section 2. Insurance. The Corporation may purchase and maintain insurance at its expense, to protect itself and any such person against any such liability, cost, payment or expense, whether or not the Corporation would have the power to indemnify such person against such liability.

#### ARTICLE X

##### Corporate Seal

The Corporation's Board may provide for a corporate seal in such form and with such inscription as it shall determine, provided such seal shall always contain the word "Non-profit".

#### ARTICLE XI

##### Waiver of Notice

Whenever any notice is required to be given under the provisions of the Georgia Nonprofit Corporation Code, of the Articles of Incorporation, or of these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice where such waiver is permitted by State law. All waivers shall be filed with the corporate records, or shall be made a part of the minutes of the relevant meeting.

#### ARTICLE XII

##### Sole Member of Phoebe Putney Memorial Hospital, Inc.

After receipt of an appropriate private letter ruling from the Internal Revenue Service, the Corporation shall become the sole member of Phoebe Putney Memorial Hospital, Inc., a Georgia nonprofit corporation ("PPMH"). At such time, all vacancies on the board of directors of PPMH shall be filled by the Board of Directors of the Corporation. Also, at such time the Corporation shall reserve certain powers so that PPMH may not take any of the following actions without the prior approval of the Corporation:

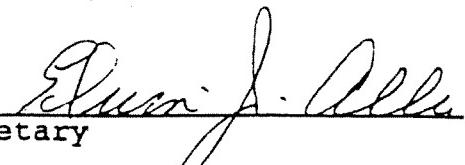
- (a) Adopt a plan of dissolution of PPMH;
- (b) Authorize PPMH to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the PPMH;
- (c) Adopt a plan of merger or consolidation of PPMH with another corporation;

- (d) Adopt any annual or long-term capital and operational budgets of PPMH or approve any changes therein exceeding ten percent (10%) of any budgeted item;
- (e) Amend or take any action to terminate any lease between PPMH and the Hospital Authority of Albany-Dougherty County, Georgia with respect to Phoebe Putney Memorial Hospital;
- (f) Take any action which would, or reasonably could be expected to, cause PPMH to exceed its annual budget for capital expenditures;
- (g) Incur an expenditure for any particular project or service of or for PPMH in an amount in excess of \$1,000,000;
- (h) Take any action which would, or reasonably could be expected to, result in an adverse variance (on an annualized basis) of total expenses of greater than 2% of total annual budgeted expenses;
- (i) Appoint or remove the independent auditors of PPMH;
- (j) Select or remove the President/Chief Executive Officer of PPMH;
- (k) Adopt or permit any changes to any long-term, strategic or master institutional plans of PPMH; or
- (l) Amend the Articles or Incorporation or Bylaws of PPMH.

SECRETARY'S CERTIFICATE

This is to certify that the foregoing Bylaws of the Corporation were duly adopted by the Board of Directors of the Corporation on the 11<sup>th</sup> day of December, 1990.

IN WITNESS WHEREOF, the undersigned, duly appointed and acting Secretary of the Corporation, has signed this Certificate and affixed the seal of the Corporation this 11<sup>th</sup> day of December, 1990.

  
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Susan J. Allen  
Secretary  
[CORPORATE SEAL]

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